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30+ MILF PRESENTS

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naughty
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HOOK UP

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40+



50+



CHEATERS



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STOP STARING

And go get your checkbook and subscribe. I have a BMW, rent to pay, need another three pairs of Louboutin shoes, and a father with a bad gambling habit, so I have to pose naked in this magazine just so you can get your rocks off looking at my delicious ass.

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inside



SYDNEE CAPRI &
VICTORIA ALLURE



ANGEL EYES



ALEERA FLAIR



ANGELICA BLACK



STROKAHONTAS & TRINITY POST



NADAYA



*Tyra Banks
& Jessica Sweet*



we're two for a toy screw

We brought a few toys with us to this photo shoot. We can't wait to actually use them. We left out boyfriend's cocks at home because they're useless most of the time. But our vibes and dildos will never let us down. This is an interactive pictorial because we want you to write in and tell us which toy you like best. And who you liked seeing it used on. We may even thank you by sending you the ones we used. Cleaned up, of course. We promise to give you a really good show.



sydney capri & victoria allure

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angel
eyes

i'm here now so let's get freaky

Who wants to get themselves off in the same way all the time? I like to do me doggie, do me mish, do me standing up or on my head. Just do me. I like all kinds of guys. As long as they are hung, I'll do 'em. I am selective so when I'm with a guy I like, I won't sleep with him on the first date, but I will feel him up. I rub his crotch and get him hard, just to feel how big and hard he gets. If he doesn't get hard or big enough, I probably won't see him again!





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WHAT DO YOU TASTE LIKE?



REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

40+

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There are better things to do on a ride than listen to tunes.

ROAD TRIPPIN



My best friend Barry is a little bit out there. Nudity seems to be his natural state. He sat in the passenger's seat with the clothes he'd squirmed out of on the floor around his feet as we were doing seventy along I-40 going from Arizona to California. I was mildly shocked and amused, and having slight difficulty concentrating on my driving. My left hand held the steering wheel firmly set to its course and my right hand was playing with the stick-shift. His, that is. We have a fun relationship because we're both fun people.

"This is crazy" I said, firmly gripping the base of his penis and tugging on it. "What if we get pulled over?"

"Don't speed or anything and we won't. Besides, it's more likely we'll get pulled over because we're black" he said.

My hand slid up his shaft and I curled my fingers around the head. I felt a little drop of wetness against my palm. I squeezed, trying to make that happen again. I looked in the rearview mirror and saw a car approaching in the next lane.

"Darling..." I said uneasily.

"Don't worry about the cars" he said. "Just let me know if you see a truck." He punctuated the sentence with a grunt, and I felt a little more wetness. I wiped it away with my index finger, then raised the finger to my lips and licked it quite deliberately. Watching me, he moaned.

I puckered my lips around my finger and slowly sucked it in and slid it out of my mouth. I did this a few times, and lapped it lasciviously, while he watched with wide eyes.

"This is what I want to do to your cock" I told him. I laughed, then grabbed him again and vigorously renewed my massaging. A car passed us on the left, then suddenly slowed down so that we caught up. I took a quick glance. The man in the car was gaping at us. I broke into an embarrassed laugh, sped up and changed lanes to leave the car behind.

"That guy saw us" I remarked.

"I don't care" he said. "Do you?"

"Oh, you dirty boy!" I squealed. I stroked it with my fingers.

"Thank you!" He reached down and retrieved his shirt. "I guess I really should put my clothes back on, though."

"Yes, do that." I let go of him and put my hand on the steering

good?" I asked.

"Too good" he said with a little difficulty. "Stop. I'm going to come."



wheel as he buttoned his shirt but left his pants on the floor. His long cock pointed up from his lap. "Quite nice" I said, reaching over and taking hold of it again.

I caressed it devotedly for a few moments while he writhed around in his seat and made restrained little noises. Another car was approaching. Hastily, I snatched my hand away.

When the car was passed, we returned to our activity, only for it to be interrupted similarly a moment later. I giggled, seeing him trying to cover the unwieldy appendage between his legs. A few more cars passed, then the road was clear. I pushed his hand away and discovered that his cock had softened a bit while the road was busy. "Oops!" I said, jiggling it.

"This won't do. I want it hard!"

"Well, m'love, you know how to accomplish that."

"Yes, indeed I do" I said, proceeding. It didn't take but a few squeezes to return my plaything to its former state. A few more and he was once again squirming in his seat. "Feel

"Stop? You don't want to come?"

"Well, I do, but that wouldn't be fair."

"Oh, no, baby, yes, it would! I want you to come!"

"No, because I can't do anything for you!"

"Yes you can. You can come so I can lick my fingers."

I pulled his cock rhythmically. He grunted loudly in response.

"Oh, baby, your cock is so warm and hard. I want you to come so I can taste you. It's so warm...so hard...so alive...Why, I can feel the blood just throbbing in it!"

"And the come...building up..." he added, trying to keep his voice steady.

"Yes, that too. Come building up...I want it to build up and build up and build up...until finally it shoots out all over! All over my hand...and then I'll lick my fingers and taste you...and find out if you taste as good as you smell..."

His breath was getting fast and heavy.

"Most certainly." I raised my hand to my face and sniffed it.
"And my hand smells like your cock...it smells so good...I just

ing slid into a long sigh. I turned my head just in time to see hot, milk-white semen spill from his cock onto my hand. It ran down my fingers and off my wrist and dripped into his coarse pubic curls. I took my hand away and started lapping the



want to bury my face in it..." I dropped my hand back into his lap and seized him again. I squeezed his balls and tickled his cock before once again putting my hand around it and jerking it. "Come on, baby. Come on" I urged. "Don't hold back."

"Oh, God..." he moaned.

"You don't know how much you excite me when you moan like that. I want it. I want you to come. All over. Don't keep it in." An uncontrollable sound spilled from his throat, and I made a soft sound in response to the zigzags that his display of excitement sent streaming down my spine. I rubbed faster in encouragement.

"Oh, please...oh, yes...faster, please...oh...oh...OH!"

"Well, give it to me now! Pour it out! Just come!"

"Ohhhhh...aaaaahhh, baby...it's good...oh, feels good....I'm gonna come, gonna come....gonna...AHHH!"

His hips jerked upward from the seat, and his rapid breath-

splash off my knuckles, and noticed as a last squirt landed on his belly. I continued with my driving as he slumped down in his seat trying to calm down. "I'm so glad you enjoyed that. I did, too...very much."

"Oh, not as much as I did!"

"Maybe not quite as much as that, but still very much."

"Oh, good, baby...I felt so selfish."

"It was a good time to be a little selfish."

"But I want you to feel good too, baby."

"It made me feel good to make you feel good. Feeling good is what we're all about." I reached over and stroked his neck.

"Besides, I'll get mine later." I ruffled his hair. "Won't I?" I added coyly. We drove on for three more hours because I couldn't take it anymore. I pulled over at Barstow and we got a room because I want mine now.

The Lorenzee Diamond Vibe



8 Speeds • Phthalate Free
Made from ABS materials
138mm (5.43in)

The Christiane Soul



THE EMILY BIG G-SPOT

10 functions • Phthalate Free • Made from ABS with velvet soft touch surface
172mm (6.77in)



10 functions • Phthalate Free • Made from ABS with soft rubber coating
177.8mm (7in)

THE CARRIE B. SLIM G



THE CARRIE B. TWISTER

12 functions • Phthalate Free
Made from ABS materials
175mm (6.89in)

THE ALEXANDRA



Double Detachable Ball and Single Ball • Silicone • Phthalate Free
114.3mm (4.5in) Balls



THE STELLAH OBSESSION



10 functions • 15 Meter Remote Range • Phthalate Free Egg made from ABS material with Silicone body. Remote made from ABS material
88.9mm (3.5in)

THE Donatella JELLY G



Phthalate Free
262mm (10.31in)



THE JIMMEE LIGHTNING ROD

Bullet: 7 function • Toy: 1 function with 6 speed • LED lighting function
Phthalate Free • Made with ABS and TPR material
247mm (9.72in)

the roberta pleaser



10 functions • Phthalate Free • Made from Silicone and ABS materials • Handle made from ABS
170mm (6.69in)



THE DULCE BUNNY

10 functions • 4 buttons
Phthalate Free • Made from ABS with silicone coating
148mm (5.83in)

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- ___ StellaH - obsession - turquoise/black \$54
- ___ Roberta - pleaser - fuchsia \$62
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- ___ Alexandra - benwa balls - lavender \$42
- ___ Christiane - soul - pink \$42
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- ___ Donatella - jelly g - lavender \$66
- ___ Jimmee - lightning rod - purple \$81
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- ___ Lorenzee - diamond vibe - pink \$38
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Fuck my boobs, Fuck my pussy, just Fuck me

This is what I was meant to do, she says with her captivating smile. "I have the kind of body, boobies and booty that have to be shared with the world. I know that guys love a big bottom and I want to deliver it. My ass is your playground, so jump on and take it for a long ride. It's not often you can get this close to prime booty guys, so take a nice long look and enjoy. If you like 'em thick, then I'll lick your stick and you can fuck me when I'm done. See me in these pages. See me in my videos. See me in your wet dreams!"



**5leaps
Flair**

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I'M NAUGHTY BY NATURE









YES, I'M HOT.

*I'm also sassy,
a sweetheart,
opinionated,
a bitch,
your lover,
and your
very worst
nightmare.
I'm your
ex.....
asshole.*



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**tyra
banxxx
&
jessica
sweet**







we've got time for a threesome, do you?

When they got to the house, Tyra and Jessica got into it right away. Kissing and fondling each other's breasts, licking and kissing all over the other's body. It was hard to get them to stop when the photographer yelled cut. They had to stop jumping on each other because there was a hard-on in the other room awaiting their mouths for a double blow job. First up is Tyra and then Jessica get her licks in. And then it's time to share the cock. They'll fuck him until he cums and then the two can share his cooze.









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WE LIKE TO SHARE COCKS











IT'S OUR FIRST TIME-EVER



The screenshot shows the SkinMagz website interface. At the top, there's a navigation bar with links for 'My Account', 'My Cart', 'Checkout', 'English', and 'Register'. Below this is a banner for 'THE BLAIR GROUP' featuring a woman in red lingerie. The main content area displays a grid of 16 magazine covers, each with a title, issue information, and a price. A yellow starburst graphic is overlaid on the grid, reading 'GET ACCESS TO 5 FREE MOVIES!'. Below the grid, there's a promotional text block about getting access to 5 free XXX movies with every purchase, followed by a section about online digital magazines available at www.skinmagz.com/40.

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***GET ACCESS TO 5 FREE XXX MOVIES!**
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**angelica
black**



i really thought i could handle it

It's not very often that I ask a guy out, but I will if I like him. It's more like getting to know him first and then, if it's right, I'll ask him out or ask if we can get together. The other day I saw this hunky guy at the super-market and I made it a point to circle the aisles several times so he'd check me out. Then I cornered him in the produce section and we started talking and he asked me out. But I led the chase and set it up to get caught. What could be more fun?







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FUCK MY PUSSY HARD



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DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

50+

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WHAT'S A GAL TO DO?



Kallen was quite the physical specimen. It had been so long for me, I need to hook up with him.

I became sexually active when I was eighteen, and became pregnant by a college boy when I was twenty. My family's attitude was that if you were old enough to play, you were old enough to accept the consequences. I gave birth to my son Brandon, and I do have to say that I've never regretted bringing him into the world. He has been a source of joy to me since he was a baby. Of course, it has made my love life a little difficult, to say the least. When he was a baby, it was hard to get out on the weekends because I would have to find a sitter. Then, as I got older and moved out on my own, I discovered that the guys my age had no desire to assume the responsibility of a school-aged son. So, despite some pretty promising times, I have had very little excitement in my life.

My son is now eighteen, the same age that I was when I had him, and I am finally beginning to get out a little more frequently, since I no longer feel that I have to have anyone watching over him all the time. It always seems to come as a great shock to him that I have many of the same likes and dislikes as he does. The other day, in fact, he said to me, "Wow, mom, you're not as old as I think you are!" I of course got a big laugh out of that.

In truth, I don't look anything like the mother of a teenager; in fact I look more like a teenager myself. I'm pretty petite, only about 5' 2", and very slender, with nice breasts and a firm bottom (thanks to a job where I'm on my feet most of the time). I wear my

shoulder-length brown hair in a ponytail most of the time, rarely wear makeup except if I'm going out on a date, and usually wear what guys my son's age wear when I'm not at work.

Brandon has begun bringing his friends home lately, and it's not unusual for me to walk into a house full of young collegians. Most of them have known me for a while now, but every once in a while a young man will hit on me as I walk in the door. Brandon usually comes to my rescue, yelling out "Hi, mom!" when this happens, and the result is a very embarrassed young man. I always tell them not to let it bother them, that I find it flattering. And I do. In fact, sometimes his friends are quite handsome and muscular.

A few weeks ago, I was making dinner on a Saturday afternoon when there was a knock at the kitchen door. I answered the door and found an extremely handsome dark haired guy standing behind it. He was about six feet tall, a little taller than my son, quite muscularly built, and had piercing dark eyes and strong masculine features; in short, he was very handsome.

"Is this the Kelley house?" he asked tentatively. "Yes, it is, may I help you?" I asked, figuring he was probably a friend of Brandon's, but I wasn't too sure.

"Yeah, is your brother home?" I burst out laughing, having to brace myself on the door to keep from falling over. I saw the look on his face, and felt badly. "I'm sorry...

He had been jerking off into my panties while Brandon and I were eating.



I'm his mother. Come on in." He just stood there looking at me, his face very red. "Oh, honey, it happens all the time," I said reassuringly, "Please, I'm sorry. Come on in." I took the young man's hand and led him into the kitchen. "What's your name, cupcake?" "Oh, me? I'm Kallen," he said. "Brandon! Kallen is here!" I called down the hall of our apartment. "He'll be with you in a second, Kallen. I'm just cooking dinner. Have you eaten yet?" He grunted something that sounded like yes, so I continued on with my preparations.

As I cooked, I could feel Kallen's eyes on me. I was wearing a T shirt, jeans and sandals, not particularly alluring, but he seemed to be quite taken with me. I tried to engage him in some small talk, and got the usual one-word answers one normally gets from a new guy. I decided not to press the issue any further.

Brandon bounded into the room. "Hey, Kallen, 'sup?" "'Sup, Brandon." "I gotta eat first. Dinner ready mom?" "All set, sweetheart," I said and put the plates on the table. "Kallen, are you sure you don't want something to eat?"

"That's okay, Mrs. Kelley. Can I use your bathroom?"

"It's Miss Kelley, and it's right down the hall." Kallen disappeared down the hall and I heard the door close.

"He seems really nice, Brandon, but a little quiet..." I said.

We were well into our meal by the time Kallen came out of the bathroom. He sat down next to Brandon and just looked at me, then looked down at the table and rocked back and forth. Brandon gulped his milk down, then said, "We're gone. Come on Kallen." I warned him, "Remember, Brandon, please get yourself home by midnight! I'll be here waiting!" "Okay, mom."

"It was nice meeting you, Kallen," I said to the quiet boy, and he looked at me, smiled and nodded, then turned and walked out

out of the house with Brandon.

Something told me to check the bathroom; I was concerned that Kallen might be on drugs or something. I walked in and turned on the light, and searched all over for signs of any paraphernalia. None. I opened the clothes hamper just on a guess and looked in, and noticed that the black silk French cut bikini panties that I had worn on Monday were lying on top of the dirty clothes. That's odd, I said, and picked them up. The slightly bleachy smell gave me what I was looking for; pulling the waistband open, I found a huge load of sticky semen, fresh out of Kallen's cock. He had been jerking off into my panties while Brandon and I were eating. I felt hot as I thought of him in the bathroom, dreaming of me, rubbing his cock with my panties, and suddenly I found myself totally turned on by it. I started fantasizing about him, sucking his cum off of my underwear, swallowing every drop of his load. It was a taste that I had nearly forgotten, a feeling that I hadn't felt in a long time, the feeling of being wanted, desired, needed.

"Mom," Brandon said as we sat at breakfast a couple of days later, "Kallen and I were thinking about going to the concert next week at the Auditorium."

"Sure, sweetheart, it sounds like fun," I answered, "maybe I'll go with you guys."

"Mom....."

"Oh, for heaven's sake, sweetheart, I was just kidding. Go have a good time."

"Can Kallen spend the night then?"

"Sure, why not?" I responded. Inside, my guts turned to mush as I thought of this young man sleeping in my home, being just a couple of rooms away, wanting me.

Brandon and Kallen came back from the concert and were chatting away as they sat at the kitchen table. I was dressed as though I had come home from a date, wearing a silk blouse, short skirt, black stockings and high heels, perfume, makeup and ear-



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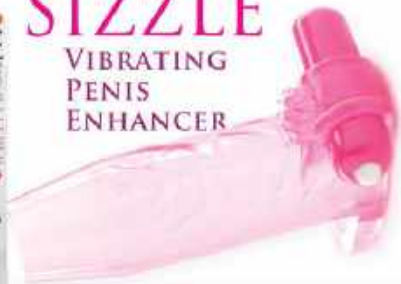
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“Do you lift weights with your cock, sweetheart?” I asked him devilishly.



rings. Kallen had told me that he thought I looked really nice several hours before as they were leaving for the concert. He had had a few hours to think about me now, and I was interested to see what he would do.

We all went to bed at about midnight. I went to my room and put on a sheer nightgown with tiny matching panties and lay down. My room had a door into the bathroom, so I would know when anyone went in. At about 12:30, I heard my son snoring, and heard footsteps coming down the hall. I could hear the bathroom door close and the light flick on. I went to the door and looked through the keyhole.

Kallen was sitting on the toilet, looking through the clothes hamper. I had left a particularly sexy pair of panties in there for him, and he found them with very little effort. He lay them on the sink, then stood up and dropped his boxers. My mouth went dry as I saw his erect cock. He was better hung than most of the men I had been out with in my life. I would have to have it.

I turned the knob and walked in, smiling my sexiest smile for him. His eyes flew open and my panties dropped to the floor. He started to say something, but I shushed him and knelt on the floor in front of him. I looked him right in the eyes as I licked my lips, then gripped his cock at the base and licked it from bottom to top. A bit of precum was oozing from the tip; I tongued it off and smiled, then stood, taking his hands as I did, and pulled him into the bedroom.

“Kallen, I have two rules,” I whispered. “The first one is that Brandon is NEVER to find out about this. NO talking about it in school, no telling your friends about it, NOTHING! This is our secret.” “Yes, Mrs. Kelley,” he said, no doubt a little embarrassed and shy. “What’s the second rule?”

“In this room, in this bed, my name is Ariana.” I smiled at him in the half-darkness and wrapped my arms around his neck. I pressed my open mouth against his and sucked his tongue into my mouth. He kissed

pretty well for a shy boy, and as I ran my fingers through his hair he reached up and began to caress my breasts gently. I ran my fingers over his muscular body; he was quite a specimen and I told him so. “I lift weights,” he said, somewhat proudly.

“Do you lift weights with your cock, sweetheart?” I asked him devilishly, and wrapped my hand around it, stroking it up and down. He started to laugh, but I quieted him. He pushed me back on the bed, lying on top of me. “I want you, Ariana,” he growled, and I could feel his big cock pressed up against my pussy through my panties. He would be halfway into me if I weren’t wearing them, as hard as he was and as wet as I was.

I reached down with both hands, pulling the crotch of my panties aside with one hand and catching hold of his cock with the other. “Fuck me, Kallen,” I said as I guided him into me. He slid into me with one long push. “Slow down, honey! I want this to last.”

Kallen began to pump me slowly and was really grinding deep. I never felt so totally filled up as I did with this young man’s cock, and it was bringing me close to the brink. I grabbed a pillow and bit it as my orgasm ripped through me, then I noticed him bury his face into the pillow beside me and grunt as his cum poured into me.

We lay in the dark, kissing, for a good half an hour, and his cock was still hard as a rock inside me. “Kallen, honey, you’d better get back to bed.”

“I want you to suck me, Ariana,” he said, and slipped out of me. He straddled me with his cock right in my face. I opened my mouth and took it in. Kallen put his hand behind my head and guided me back and forth as I sucked him. Five minutes later, he sprayed the back of my throat with his cum. It sure tasted a lot better right out of him than licking it off my panties.

Kallen had left before I got up the next morning, but I was sure to see him again, and I hoped for more of him.



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